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RECORDATION NO. 25108 FILED

AUG 02 '04

3-04 PM

SURFACE TRANSPORTATION BOARD
July 27, 2004



Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Sir:

I am enclosing three originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Head Lease Agreement, a primary document dated July 17, 2003. The names and addresses of the parties to the document are as follows:

LACMTA Rail Statutory Trust LA-2003-F1, a Connecticut statutory trust, Lessor, U.S. National Bank Association, 550 South Hope Street, 5th Floor, Los Angeles, CA 90071.

Los Angeles County Metropolitan Transportation Authority, Lessee, One Gateway Plaza, Los Angeles, CA 90012

A description of the equipment covered by the document follows:

Siemens SD460 Railcars serial numbers 228, 229, 230, 231, 233 and 234 (Lot 1) and 227, 235-250 (Lot 2).

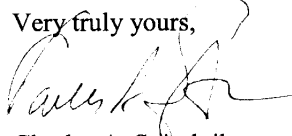
A fee of \$30 is enclosed. Please return the originals not needed by the Board for recordation to undersigned counsel. A short summary of the document to appear in the index follows:

MCLEOD, WATKINSON & MILLER

Hon. Vernon A. Williams, Secretary
July 27, 2004
Page 2

Memorandum of Head Lease Agreement (LA-2003-F1), between LACMTA Rail Statutory Trust LA-2003-F1, a Connecticut statutory trust, Lessor, U.S. National Bank Association, 550 South Hope Street, 5th Floor, Los Angeles, CA 90071 and Los Angeles County Metropolitan Transportation Authority, Lessee, One Gateway Plaza, Los Angeles, CA 90012 covering Siemens SD460 Railcars serial numbers 228, 229, 230, 231, 233 and 234 (Lot 1) and 227, 235-250 (lot 2).

Very truly yours,



Charles A. Spitulnik
Attorney for Los Angeles County Metropolitan
Transportation Authority

Enclosures

ND: 4852-9154-7904, Ver 1

MEMORANDUM OF LEASE AGREEMENT (LA-2003-F1)

Memorandum of Lease Agreement (LA-2003-F1), made and entered into on July 17, 2001 by and between **LACMTA RAIL STATUTORY TRUST LA-2003-F1**, a Connecticut statutory trust, as Lessor (the "**Lessor**"), and **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, a political subdivision of the State of California, as Lessee (the "**Lessee**").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (LA-2003-F1), dated as of July 17, 2003, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (LA-2003-F1).

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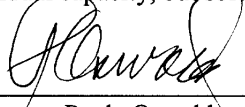
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Agreement to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

LACMTA RAIL STATUTORY TRUST
LA-2003-F1

By U.S. Bank National Association, not in its
individual capacity, but solely as Trustee

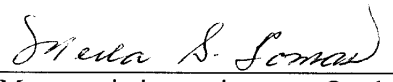
By: 
Name: Paula Oswald
Title: Vice President

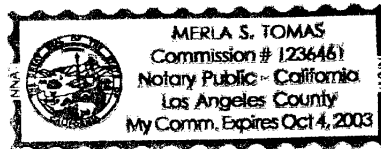
ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On July 16, 2003 before me, Merla S. Tomas the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.


My commission expires on October 4, 2003



LESSEE:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: 

Name: Terry Matsumoto

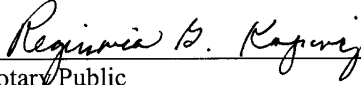
Title: Executive Officer, Finance & Treasurer

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF Los Angeles) ss.

On July 17, 2003, before me, Reginnia G. Kaping, Notary Public, personally came Terry Matsumoto, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on Oct 1, 2005

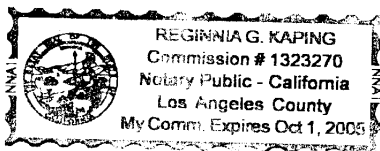


EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES
Equipment Lot No. 1

Item of Equipment

Serial No.

Equipment Value

Item of Equipment	Serial No.	Equipment Value (US\$)
Siemens SD460	228	4,275,000.00
Siemens SD460	229	4,275,000.00
Siemens SD460	230	4,275,000.00
Siemens SD460	231	4,275,000.00
Siemens SD460	233	4,275,000.00
Siemens SD460	234	4,275,000.00

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES
Equipment Lot No. 2

Item of Equipment

Serial No.

Equipment Value

Item of Equipment	Serial Number	Equipment Value (US\$)
Siemens SD460	227	4,325,000.00
Siemens SD460	235	4,325,000.00
Siemens SD460	236	4,325,000.00
Siemens SD460	237	4,325,000.00
Siemens SD460	238	4,325,000.00
Siemens SD460	239	4,325,000.00
Siemens SD460	240	4,325,000.00
Siemens SD460	241	4,325,000.00
Siemens SD460	242	4,325,000.00
Siemens SD460	243	4,325,000.00
Siemens SD460	244	4,325,000.00
Siemens SD460	245	4,325,000.00
Siemens SD460	246	4,325,000.00
Siemens SD460	247	4,325,000.00
Siemens SD460	248	4,325,000.00
Siemens SD460	249	4,325,000.00
Siemens SD460	250	4,325,000.00